

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York 10036  
(212) 735-3000  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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EXHIBIT D-28  
ASSET DISPOSITIONS (REAL PROPERTY)  
63.8 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Assets Dispositions (Real Property)**

**Bill Date: 12/30/05**  
**Bill Number: 1091378**

NAME	DATE	HOURS	DESCRIPTION
WEXLER MP	10/18/05	0.50	REVIEW QUESTIONS RAISED BY J. JAFFURS RE JLL AGREEMENT AND OTHER ISSUES AND SCHEDULE FOR PROPOSED MEETING (0.3); REVIEW QUESTIONS ON OPUS WEST AGREEMENT (0.2).
WEXLER MP	10/25/05	0.80	REVIEW SPECIFICS OF OPUS WEST TRANSACTION TO SELL CERTAIN PLANTS AND ISSUES IN CONNECTION THEREWITH (0.8).
WEXLER MP	10/27/05	0.60	REVIEW SPECIFIC PROPERTY SALES PROPOSED BY COMPANY AND DETAILS THEREOF (0.6).
WEXLER MP	11/01/05	2.20	TELECONFERENCE WITH J. JAFFURS, J. BEAUDOEN, SOKOL AND K. JONES RE SALE OF OPUS WEST PROPERTY AND OPTIONS FOR SAME AND RELATED REAL ESTATE QUESTIONS (1.4); RESPOND TO INQUIRIES RE POTENTIAL SALES OF DELPHI PROPERTIES (0.4); REVIEW DE MINIMUS SALE ORDER AND DISCUSS WITH J. BEAUDOEN AND J. JAFFURS (0.4).
WEXLER MP	11/02/05	0.30	RESPOND TO ISSUES RAISED BY ATTORNEY FOR OPUS WEST RE SALE OF ANAHEIM PLANT (0.3).
WEXLER MP	11/07/05	0.60	FOLLOW UP ON QUESTIONS FROM OPUS WEST ATTORNEY ON SALE OF ANAHEIM PLANT (0.3) AND DISCUSS ON TELECONFERENCES WITH J. JAFFURS AND J. BEAUDOEN (0.3).
WEXLER MP	11/14/05	0.20	FOLLOW UP ON REQUIREMENTS FOR FILING OF NOTICE OF DE MINIMUS SALE OF FOLEY PROPERTY (0.2).
WEXLER MP	11/15/05	2.20	PARTICIPATE IN REAL ESTATE WORKING GROUP MEETING TO DISCUSS REAL ESTATE DISPOSITION STRATEGY, INCLUDING STRATEGY FOR SALES OF CERTAIN PLANTS, BURTON MICHIGAN, CLINTON MISSISSIPPI AND DAYTON OHIO PROPERTIES AND DONATIONS OF PROPERTIES IN MICHIGAN AND INDIANA (2.2).
WEXLER MP	11/16/05	1.90	REVIEW ISSUES AND STRATEGY FOR DEALING WITH OPUS WEST AGREEMENT TO ACQUIRE ANAHEIM AND OLATHE (0.8) AND REVIEW CORRESPONDENCE FROM ATTORNEY FOR PURCHASER (0.2); REVIEW COMPARISON OF BANKRUPTCY BREAK UP FEES IN CONNECTION WITH POSSIBLE MOTION TO APPROVE STANDARD BIDDING PROCEDURES (0.9).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

WEXLER MP	11/17/05	1.40	TELECONFERENCES WITH C. COMERFORD RE SALE OF BURTON MICHIGAN PROPERTY AND REQUISITE CHANGES TO PURCHASE AGREEMENT (0.4); FOLLOW UP ON STATUS OF SALE OF FOLEY ALABAMA PROPERTY AND NOTICE REQUIREMENTS AND DISCUSS WITH C. COMERFORD (0.2); REVIEW ISSUES RAISED BY OPUS WEST ATTORNEY RE THE SALE OF ANAHEIM PROPERTY AND FOLLOW UP WITH J. BEAUDOEN AND J. JAFFURS ON SAME (0.8).
WEXLER MP	11/18/05	0.30	REVIEW APPROPRIATE PROCEDURES FOR SALE OF ANAHEIM AND OLATHE TO OPUS WEST (0.3).
WEXLER MP	11/21/05	0.20	REVIEW ISSUES IN CONNECTION WITH SALE OF ANAHEIM AND OLATHE PROPERTIES TO OPUS WEST (0.2).
WEXLER MP	11/22/05	1.50	REVIEW WITH K. BERLIN ISSUES RE ENVIRONMENTAL CLEAN-UP PRIOR TO SALES OF PROPERTIES (0.2); REVIEW STRATEGY FOR DEALING WITH OPUS WEST ON THE SALE OF ANAHEIM AND OLATHE (0.5) AND FOLLOW UP J. JAFFURS AND J. BEAUDOEN RE SAME (0.4); REVIEW AND COMMENT ON BROKER'S AFFIDAVIT FOR FOLEY, ALABAMA SALE (0.4).
WEXLER MP	11/23/05	1.20	TELECONFERENCE WITH M. ANDREW RE OPUS WEST PURCHASE OF ANAHEIM AND OLATHE PROPERTIES (0.4) AND FOLLOW UP WITH J. JAFFURS RE SAME (0.3); REVIEW ISSUES RAISED BY EQUIS ON BROKER AFFIDAVIT FOR FOLEY ALABAMA SALE (0.3); FOLLOW UP ON OPEN ISSUES IN CONNECTION WITH SALE OF BURTON PROPERTY (0.2).
WEXLER MP	11/29/05	0.80	REVIEW FOLEY NOTICE OF SALE AND SERVICE PROCEDURES (0.8).
		<b>14.70</b>	
<b>Total Partner</b>		<b>14.70</b>	
DANZ CE	10/18/05	0.40	ATTENTION TO LOGISTICS OF REAL ESTATE STRATEGY MEETING (0.4).
DANZ CE	10/19/05	0.50	CONTINUED ATTENTION TO THE OPUS WEST TRANSACTION (0.5).
DANZ CE	10/26/05	2.00	DISPOSITIONS AND OTHER COMPANY WORK (2.0).
DANZ CE	10/28/05	2.30	TELECONFERENCE WITH C. COMERFORD AND J. BEAUDEON RE CURRENT REAL ESTATE DEALS AND RELATED FOLLOWUP AND REVIEW OF REAL ESTATE CONTRACTS - INCLUDING FOLEY (1.9); REVIEW OF POTENTIAL REAL ESTATE MOTIONS (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DANZ CE	10/31/05	0.20	STRATEGY MEETING TO DISCUSS OUTSTANDING REAL ESTATE ISSUES, JLL CONTRACT (0.2).
DANZ CE	11/01/05	2.10	TELECONFERENCE WITH J. JAFFERS, K. JONES, J. BEAUDOEN AND D. SOLKO RE OPUS WEST CONTRACT AND RELATED FOLLOWUP (1.8); REVIEW OF DOCKET (0.3).
DANZ CE	11/02/05	1.80	TELECONFERENCE WITH M. ANDREW RE OPUS WEST AND THE ASSET PURCHASE AGREEMENT AND UNDERLYING TRANSACTION POST FILING AND RELATED FOLLOWUP WITH THE COMPANY AND REVIEW OF THE PURCHASE AGREEMENT AMENDMENTS (1.4); REVIEW OF RECENT SUMMARY INTERNAL MEMOS FROM J. BEAUDOEN (0.4).
DANZ CE	11/07/05	0.50	TELECONFERENCE WITH M. ANDREWS AND RELATED FOLLOWUP RE OPUS WEST (0.5).
DANZ CE	11/14/05	1.30	REVIEW OF THE DE MINIMIS ASSET SALE ORDER, REVIEW OF FORM NOTICES OF ASSET SALE AND DRAFTED FORM (1.3).
DANZ CE	11/15/05	2.20	PARTICIPATED IN REAL ESTATE STRATEGY MEETING IN TROY, MICHIGAN WITH J. JAFFURS, J. BEAUDOEN, C. COMERFORD, K. JONS, AND D. BICKNELL FROM DELPHI AND PARTICIPATED IN DISCUSSION OF LAND SALES TRANSACTIONS AND PROCESS FOR ALL MARKETED PROPERTY AND CURRENT WORK ON BURTON, MI AND FOLEY, AL TRANSACTIONS, LAND DONATIONS (2.2).
DANZ CE	11/16/05	1.90	REVISED FORM PURCHASE AGREEMENT FOR FUTURE DISPOSITIONS (0.9), REVIEW OF BREAKUP AGREEMENT PRECEDENT (0.3), COMMUNICATION WITH M. ANDERSON AND RELATED FOLLOWUP ON THE OPUS WEST DEAL (0.7).
DANZ CE	11/21/05	3.50	REVIEW OF THE BURTON, MICHIGAN PURCHASE AGREEMENT AND DRAFTED NOTICE OF SALE OF ASSETS (1.0); COMMUNICATION WITH M. ANDREWS RE OPUS WEST TRANSACTION AND RELATED FOLLOWUP (0.8); ATTENTION TO REVIEW OF THE BURTON TITLE POLICY FOR LIEN HOLDERS AND COMMUNICATION WITH C. COMERFORD RE THE SAME (0.5); TELECONFERENCE WITH J. BEAUDOEN RE OPUS WEST (0.4); PREPARATION OF BACKGROUND FOR MEMO ON SALE ISSUES (0.8).
DANZ CE	11/22/05	1.80	ATTENTION TO DEVELOPING STRATEGY RE OPUS WEST SALE AND REVIEW OF CURRENT PURCHASE AGREEMENT (1.8).

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DANZ CE	11/29/05	2.30	REVISED CHANGES TO THE FOLEY NOTICE AND FINAL SIGNOFF (0.7); PREPARED FOLEY NOTICE FOR SERVICE AND SUPERVISED SERVICE (1.2), COMMUNICATION TO J. JAFFERS, J. BEAUDOEN AND C. COMERFORD RE STATUS OF HEARING (0.4).
DANZ CE	11/30/05	1.50	FOLLOWUP ON FILING CERTIFICATES OF SERVICE FOR THE FOLEY NOTICE AND RELATED FOLLOWUP WITH E. GERSHBEIN RE PROOF OF FILING AND POSTING TO THE KCC WEBSITE (0.7), COMMUNICATION WITH J. GUGLIELMO RE THE BUSINESS CASE FOR THE FOLEY SALE AND RELATED FOLLOWUP (0.5), COMMUNICATION WITH J. BEAUDOEN RE THE SAME (0.3).
		24.30	
Total Associate		24.30	
TOTAL TIME		<u>39.00</u>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Assets Dispositions (Real Property)**

**Bill Date: 01/31/06**  
**Bill Number: 1092991**

NAME	DATE	HOURS	DESCRIPTION
WEXLER MP	12/01/05	0.40	REVIEW CORRESPONDENCE FROM ATTORNEY FOR OPUS WEST RE ANNAHEIM AND OLATHE PROPERTIES (0.2) AND FOLLOW UP CORRESPONDENCE TO CLIENT RE SAME (0.2).
WEXLER MP	12/02/05	0.80	REVIEW REQUEST OF COMMITTEE FINANCIAL ADVISOR RE DE MINIMUS SALES OF BURTON AND CLINTON PROPERTIES AND CORRESPONDENCE FROM CLIENT AND JLL RE RESPONSE THERETO (0.6); REVIEW INFORMATION TO BE PROVIDED TO BOARD AND COMMITTEE RE FOLEY DE MINIMUS SALE (0.2).
WEXLER MP	12/05/05	1.30	FOLLOW UP ON REQUESTS OF CREDITORS' COMMITTEE FINANCIAL ADVISORS CONCERNING VALUATION OF BURTON MICHIGAN PROPERTY AND CORRESPONDENCE WITH COMPANY AND JLL RE SAME (0.6); TELECONFERENCES WITH C. COMERFORD, J. BEAUDOEN AND K. JONES RE STRATEGY FOR RESPONDING TO OPUS WEST TO TERMINATE/REJECT CONTRACT AND RETURN EARNST MONEY (0.4) AND FOLLOW UP ON SAME (0.3).
WEXLER MP	12/06/05	0.40	REVIEW REQUEST OF TITLE COMPANY FOR COMFORT LETTER ON FOLEY ALABAMA SALE AND STRATEGY FOR DEALING WITH SAME (0.4).
WEXLER MP	12/07/05	0.90	TELECONFERENCES WITH C. COMERFORD RE SALE/CLOSING OF FOLEY ALABAMA PROPERTY AND FOLLOW UP ON SAME (0.3); COMMENT ON SLIDE FOR CREDITORS' COMMITTEE RE PROPERTY SALES TO DATE (0.2); REVIEW REQUEST OF TITLE COMPANY RE OBJECTION NOTICES ON FOLEY AND STRATEGY FOR RESPONDING TO SAME (0.4).
WEXLER MP	12/08/05	0.70	REVIEW ISSUES RE OPUS WEST AGREEMENT TO BUY ANNAHEIM AND OLATHE AND ABILITY TO ENFORCE CONTRACT (0.4); FOLLOW UP TELECONFERENCES WITH J. BEAUDOEN RE SAME (0.3).
		4.50	
<b>Total Partner</b>		<b>4.50</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DANZ CE	12/01/05	1.40	COMMUNICATION WITH R. FELETEMEYER RE PROPOSED DISPOSITIONS AND THE FOLEY, ALABAMA TRANSACTION AND RELATED FOLLOW REVIEW OF MATERIALS RE TRANSACTION (0.6); COORDINATED OBTAINING CERTIFIED COPIES OF COURT ORDER FOR UPCOMING CLOSINGS (0.4); REVIEW OF COMMUNICATION FROM M. ANDREWS (0.4).
DANZ CE	12/02/05	1.80	CONTINUED COMMUNICATIONS WITH CONSULTANTS AT FTI RE UPCOMING DISPOSITIONS AND COORDINATION WITH THE COMPANY (0.6); FOLLOW UP ON THE OPUS WEST TERMINATION - REJECTION ISSUE (0.5); DRAFTED COMMITTEE PRESENTATION MATERIALS RE DISPOSITIONS (0.7).
DANZ CE	12/05/05	0.60	DISCUSSION WITH COMPANY'S FINANCIAL CONSULTANTS RE PROPOSED SALE OF ASSETS IN BURTON/FLINT, MICHIGAN (0.6).
DANZ CE	12/06/05	1.00	EVALUATE FOLEY CLOSING ISSUES (1.0).
DANZ CE	12/07/05	1.20	REVIEW FOLEY, AL CLOSING AND COMMUNICATIONS WITH THE TITLE COMPANY RE THE DEBTOR'S AUTHORITY ISSUES (1.2).
DANZ CE	12/08/05	1.30	REVIEW OF THE OPUS WEST CONTRACTS AND RELATED FOLLOW UP (1.3).
DANZ CE	12/15/05	0.60	PARTICIPATION IN REAL ESTATE CONFERENCE CALL DISCUSSING OF THE STATUS OF CURRENT ASSET DISPOSITIONS AND REVIEW OF THE BURTON, MI NOTICE IN FOLLOW UP (0.6).
DANZ CE	12/16/05	0.60	EVALUATE LAND DONATION ISSUE (0.6).
DANZ CE	12/22/05	0.50	REVIEW BURTON, MI NOTICE FOR FILING AND COMMUNICATION WITH C. COMERFORD (0.5).
DANZ CE	12/23/05	0.50	REVIEW OF BURTON, MICHIGAN MATERIALS IN RESPONSE TO REQUEST OF C. COMERFORD AND RELATED FOLLOW UP (0.5).
		9.50	
Total Associate		9.50	
TOTAL TIME		<u>14.00</u>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Assets Dispositions (Real Property)

Bill Date: 01/31/06  
Bill Number: 1092991

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	12/19/05	Copy Center, D	1.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$1.00</b>
Telephone Expense	12/29/05	Telecommunications, D	1.20
Telephone Expense	12/29/05	Telecommunications, D	0.14
Telephone Expense	12/29/05	Telecommunications, D	0.66
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$2.00</b>
		<b>TOTAL MATTER</b>	<b>\$3.00</b>



**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Assets Dispositions (Real Property)**

**Bill Date: 02/28/06**  
**Bill Number: 1108418**

NAME	DATE	HOURS	DESCRIPTION
WEXLER MP	01/04/06	0.80	REVIEW AND COMMENT ON NOTICE TO SELL BURTON MICHIGAN PROPERTY UNDER DE MINIMUS PROCEDURES (0.3); REVIEW SERVICE ISSUES (0.2) AND FACILITATE REVIEW OF ADVISORS (0.3).
WEXLER MP	01/06/06	0.20	REVIEW ISSUES RE APPROPRIATE NOTICE PARTIES ON DE MINIMUS SALES (0.2).
WEXLER MP	01/09/06	0.20	REVIEW AND COMMENT ON LANGUAGE REQUIRED FOR PUBLICATION NOTICE ON SALE OF EMISSION CREDITS (0.2).
WEXLER MP	01/11/06	1.10	REVIEW CORRESPONDENCE FROM COMMITTEE RE NOTICE OF SALE OF BURTON AND CONSIDER RESPONSE TO SAME (0.4); FOLLOW UP ON DETAILS OF SERVICE OF NOTICE TO COMMITTEE (0.2); DRAFT CORRESPONDENCE TO M. BROUDE RE SALE OF BURTON, MICHIGAN PROPERTY AND REVIEW RESPONSE THERETO (0.3); FOLLOW UP ON STATUS OF DISCUSSIONS OF SALE DETAILS BETWEEN FTI AND MESIROW (0.2).
WEXLER MP	01/12/06	0.40	REVIEW STRATEGY FOR DEALING WITH INTEREST IN BURTON PROPERTY (0.2) AND REVIEW CORRESPONDENCE FROM JLL AND CLIENT RE SAME (0.2).
WEXLER MP	01/13/06	0.20	FOLLOW UP ON COMMITTEE RESPONSE TO SALE OF BURTON AND CORRESPONDENCE WITH M. BROUDE IN CONNECTION THEREWITH (0.2).
WEXLER MP	01/17/06	0.20	REVIEW CORRESPONDENCE FROM COMMITTEE COUNSEL RE APPROVAL OF BURTON MICHIGAN SALE AND FOLLOW UP CORRESPONDENCE WITH CLIENT RE SAME (0.2).
WEXLER MP	01/20/06	0.60	REVIEW ISSUES RE TRANSFER OF NEW BRUNSWICK, NEW JERSEY FACILITY AND PROCEDURES TO BE FOLLOWED (0.6).
WEXLER MP	01/24/06	0.10	REVIEW AND COMMENT ON BOARD AND COMMITTEE PRESENTATIONS ON SALE OF BURTON PROPERTY (0.1).
WEXLER MP	01/30/06	0.60	CORRESPONDENCE WITH C. HITCHCOCK RE PROPERTY DONATIONS (0.2) AND FOLLOW UP ON ISSUES TO BE RESOLVED IN CONNECTION THEREWITH (0.4).
		4.40	
<b>Total Partner</b>		4.40	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DANZ CE	01/06/06	0.90	COMMUNICATION WITH C. COMERFORD RE OUTSTANDING BURTON ISSUES AND OTHER RELATED ISSUES (0.6), ATTENTION TO SERVICE ISSUES (0.3).
DANZ CE	01/09/06	0.50	TELECONFERENCE RE LANGUAGE FOR PUBLISHED NOTICE RE SALE (0.5).
DANZ CE	01/11/06	2.00	ATTENTION TO THE SERVICE ISSUE AS TO BURTON, MI INCLUDING COMMUNICATIONS WITH E. GERSHBEIN, K. MARAFOTI RE LETTER CONTENTING PROPER SERVICE (0.6); COMMUNICATION WITH J. GUGLIELMO RE BURTON AND RELATED FOLLOWUP DISCUSSIONS WITH C. COMERFORD AND C. HITCHCOCK (1.4).
DANZ CE	01/12/06	0.90	EXTENSIVE COMMUNICATIONS WITH C. COMERFORD AND C. HITCHCOCK RE BURTON AND POTENTIALLY INTERESTED PARTY (0.9).
DANZ CE	01/17/06	0.80	ASSISTANCE WITH LANGUAGE RE DE MINIMIS ASSET SALES FOR PURCHASE AGREEMENTS (0.4); ATTENTION TO THE BURTON, MICHIGAN SALE (0.4).
DANZ CE	01/20/06	0.50	ATTENTION TO ENVIRONMENTAL ISSUES FOR NEW BRUNSWICK (0.5).
DANZ CE	01/23/06	0.80	PREPARED SUMMARY OF SALE FOR PRESENTATION TO THE COMMITTEE AND REVISED THE DOCUMENTS (0.8).
		6.40	
Total Associate		6.40	
TOTAL TIME		<u>10.80</u>	